

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

MAGTEN ASSET MANAGEMENT
CORPORATION and LAW DEBENTURE
TRUST COMPANY OF NEW YORK,

Plaintiffs,

v.

NORTHWESTERN CORPORATION,

Defendant.

C.A. No. 04-1494-JJF

MAGTEN ASSET MANAGEMENT
CORPORATION,

Plaintiff,

v.

PAUL HASTINGS JANOFSKY &
WALKER, LLP,

Defendant.

C.A. No. 04-1256-JJF

MAGTEN ASSET MANAGEMENT
CORPORATION,

Plaintiff,

v.

MIKE J. HANSON and ERNIE J. KINDT,

Defendants.

C.A. No. 05-0499-JJF

**DECLARATION OF AVERY SAMET IN SUPPORT OF OPPOSITION OF
PLAINTIFFS MAGTEN ASSET MANAGEMENT CORPORATION AND LAW
DEBENTURE TRUST COMPANY OF NEW YORK TO NORTHWESTERN
CORPORATION'S MOTION FOR A PROTECTIVE ORDER AND JOINDER OF
PAUL HASTINGS JANOFSKY & WALKER LLP THERETO**

I, Avery Samet, hereby declare as follows:

1. I am an attorney with the firm Storch Amini Munves PC, counsel to Magten Asset Management Corporation ("Magten") in connection with the above captioned case no. 04-1256. I submit this declaration in support of the opposition of Magten and Law Debenture Trust Company of New York ("Law Debenture," and together with Magten, the "Plaintiffs") in opposition (the "Opposition") to NorthWestern Corporation's ("NorthWestern") motion for a protective order (the "Motion for Protective Order")¹ and joinder of Paul Hastings Janofsky & Walker LLP ("Paul Hastings") thereto.

2. Attached hereto as Exhibit A is a true and correct copy of the Under Advisement Decision re: Motion to Dismiss, entered by the Bankruptcy Court on August 20, 2004 [04-53324 Bankr. Docket No. 25].

3. Attached hereto as Exhibit B is a true and correct copy of Plaintiffs' First Amended Complaint to Avoid the Transfer of Assets of Clark Fork and Blackfoot LLC (f/k/a/ NorthWestern Energy LLC) to NorthWestern Corporation, filed with the Bankruptcy Court on October 4, 2004 [04-53324 Bankr. Docket No. 27].

4. Attached hereto as Exhibit C is a true and correct copy of NorthWestern's press release dated April 16, 2003 entitled "NorthWestern Corporation Reports 2002 Financial Results: Company Reports Loss of \$892.8 Million for Full-Year 2002 Update Provided on Turnaround Plan."

5. Attached hereto as Exhibit D is a true and correct copy of the relevant pages of the Opening Brief of Defendants Bank of New York and The Bank of New York (Delaware) in Support of Their Motion to Dismiss, dated May 27, 2005, filed with the Delaware Chancery Court, C.A. No. 1219-N.

6. Attached hereto as Exhibit E is a true and correct copy of the relevant pages of the transcript from the hearing held before the Hon. Leo E. Strine, Jr., Vice Chancellor,

¹ Capitalized terms not defined herein shall the meaning ascribed to them in the Opposition to the Motion for Protective Order.

Delaware Chancery Court, regarding Defendants Bank of New York and The Bank of New York (Delaware) Motion to Dismiss Magten's complaint, C.A. No. 1219-N.

7. Attached hereto as Exhibit F are copies of NorthWestern's Officer Certificate, dated November 15, 2002, and Paul Hastings' Certification, dated November 15, 2002, opining that the Transfer complies with Articles 11 and 12 of the QUIPS' indenture. These documents were produced by BNY in connection with their Motion to Dismiss Magten's complaint in the action in Delaware Chancery Court, C.A. No. 1219-N.

8. Attached hereto as Exhibit G is a true and correct copy of the relevant pages of the transcript of the status conference held before this Court on October 21, 2005.

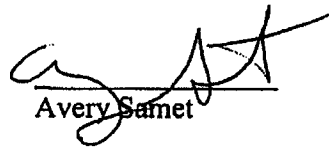
9. Attached hereto as Exhibit H is a true and correct copy of the Complaint and Demand for Jury Trial filed by Magten against Mike J. Hanson and Ernie J. Kindt, on April 19, 2004 with the United States District Court for the District of Montana, Butte Division.

10. Attached hereto as Exhibit I is a true and correct copy of the Complaint and Demand for Jury Trial filed by Magten against Paul Hastings, on May 20, 2004 with the Montana Second Judicial District Court, Silver Bow County.

11. Attached hereto as Exhibit J is a true and correct copy of the Bankruptcy Court's Memorandum Decision denying Magten's motion to disqualify Paul Hastings, entered on July, 23, 2004.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: February 13, 2006


Avery Samet

CERTIFICATE OF SERVICE

I hereby certify that on this 13th day of February, 2006, I electronically filed the **Declaration of Avery Samet in Support of Opposition of Plaintiffs Magten Asset Management Corporation and Law Debenture Trust Company of New York to Northwestern Corporation's Motion for a Protective Order and Joinder of Paul Hastings Janofsky &* Walker LLP Thereto** using CM/ECF which will send notification of such filing(s) to the following:

Kathleen M. Miller, Esquire
SMITH KATZENSTEIN & FURLOW LLP
800 Delaware Avenue
P. O. Box 410
Wilmington, DE 19899
kmm@skfdelaware.com

David A. Jenkins, Esquire
SMITH KATZENSTEIN & FURLOW LLP
800 Delaware Avenue
P. O. Box 410
Wilmington, DE 19899
daj@skfdelaware.com

Victoria Watson Counihan, Esquire
Dennis A. Meloro, Esquire
GREENBERG TRAURIG LLP
The Nemours Building
1007 North Orange Street, Suite 1200
Wilmington, DE 19801
counihanv@gtlaw.com
melorod@gtlaw.com

Robert J. Dehney, Esquire
Curtis S. Miller, Esquire
MORRIS NICHOLS ARSHT
& TUNNELL
1201 Market Street
P.O. Box 1347
Wilmington, DE 19899-1347
rdehney@mnat.com
cmiller@mnat.com

Denise Seastone Kraft, Esquire
EDWARDS ANGELL PALMER &
DODGE LLP
919 North Market Street, 15th Floor
Wilmington, DE 19801
dkraft@edwardsangell.com

I also certify that, on this 13th day of February, 2006, I served the aforementioned document, by e-mail and Federal Express, upon the following non-registered participants:

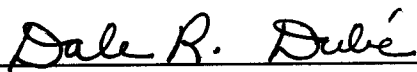
John V. Snellings, Esquire
Amanda D. Darwin, Esquire
NIXON PEABODY LLP
100 Summer Street
Boston, Massachusetts 02110-1832
jsnellings@nixonpeabody.com
adarwin@nixonpeabody.com

Steven J. Reisman, Esquire
Joseph D. Pizzurro, Esquire
Nancy E. Delaney, Esquire
Miriam K. Harwood, Esquire
CURTIS, MALLET-PREVOST,
COLT & MOSLE LLP
101 Park Avenue
New York, New York 10178-0061
sreisman@cm-p.com
jpizzurro@cm-p.com
ndelaney@cm-p.com
mharwood@cm-p.com

Bijan Amini, Esquire
Avery Samet, Esquire
STORCH AMINI & MUNVES PC
2 Grand Central Tower
140 East 45th Street, 25th Floor
New York, New York 10017
bamini@samlegal.com
asamet@samlegal.com

Dennis E. Glazer, Esquire
Paul Spagnoletti, Esquire
DAVIS POLK & WARDWELL
450 Lexington Avenue, Room 3004
New York, NY 10017
dennis.glazer@dpw.com
paul.spagnoletti@dpw.com

Stanley T. Kaleczyc, Esquire
Kimberly A. Beatty, Esquire
BROWNING, KALECZYC, BERRY
& HOVEN, P.C.
139 North Last Chance Gulch
P.O. Box 1697
Helena, Mt 59624
stan@bkbh.com
kim@bkbh.com


Dale R. Dubé (I.D. No. 2863)